

## **EXHIBIT B**

**UNANIMOUS WRITTEN CONSENT  
OF THE DIRECTORS OF  
CYBERLUX CORPORATION  
(a Nevada Corporation)**

The undersigned, being all the directors of Cyberlux Corporation (the "Company") hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Company and do hereby adopt the following resolutions by signing this written consent thereto pursuant to the provisions of Section 78.3 15 of the Nevada General Corporation Law, effective as of the 20<sup>th</sup> day of October, 2005

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**WHEREAS**, the Company has conducted an extensive search and has explored all possible avenues of financing and has been unable to obtain financing from any other source on more favorable terms other than a private offering under Regulation D of the Securities Act of 1933 (the "Private Offering"), of an aggregate of \$800,000 of Secured Convertible 8% Notes (the "Notes"), together with warrants (the "Warrants") to purchase up to 25,000,000 shares of common stock (the "Securities");

**WHEREAS**, the Company's continued inability to raise further capital will force the Company to file bankruptcy;

**WHEREAS**, the Board of Directors is aware that the issuance and sale of shares upon conversion of the Notes and exercise of the Warrants being sold are likely to result in substantial dilution to the interests of other stockholders;

**WHEREAS**, the Board of Directors is aware that although the Securities may not be converted and/or exercised into more than 4.99% of our outstanding common stock at any point in time, the Securities may be converted and/or exercised, sold by the holder and then the remainder of their holdings may be converted and/or exercised. Furthermore, this limit may be waived resulting in there being no upper limit on the number of shares that the Company may be required to issue, which would have the effect of further diluting the proportionate equity interest and voting power of holders of the Company's common stock and may result in a change of control of the Company;

**WHEREAS**, the Board of Directors is aware that the Notes are convertible into shares of our common stock at a 50% discount to the trading price of the common stock prior to the conversion, which may result in significant downward pressure on the price of the common stock as the selling stockholder converts and sells material amounts of our common stock and in addition short sales could place further downward pressure on the price of the common stock;

**WHEREAS**, the Board of Directors is aware that the number of shares of common stock issuable upon conversion of the Notes is subject to adjustment, depending on the market price of the Company's common stock. To the extent that the price of the Company's common stock decreases, it will be required to

issue additional shares upon conversion. The following is an example of the amount of shares of the Company's common stock that are issuable, upon conversion of the Notes, not including one year of 8% interest, based on the market prices 25%, 50% and 75% below the bid price of \$0.023

<u>% Below Market</u>	<u>Price Per Share</u>	<u>Discount of 50%</u>	<u>Number of Shares Issuable</u>
25%	\$.01725	\$.008625	173,913,043
50%	\$.0115	\$.00575	260,869,565
75%	\$.00575	\$.002875	521,739,130

**WHEREAS**, the Board of Directors is aware that an increase in the number of shares of our common stock that will become available for sale in the public market may adversely affect the market price of our common stock and, as a result, could impair the Company's ability to raise additional capital through the sale of its equity securities or convertible securities;

**NOW, THEREFORE IT IS RESOLVED**, as a result of the Company's inability to obtain any other financing on more favorable terms, the Board of Directors deems it advisable and in the best interest of the Company that the Company proceed with the Private Offering;

**RESOLVED**, that the Board of Directors approve and direct that such number of shares of common stock of the Company equal to two times the number of shares of common stock that are issuable upon the conversion of the Notes and exercise of the Warrants (currently 800,000 shares) be reserved as of the date of the closing of the Private Offering and at all times thereafter (the "Reserved Amount");

**RESOLVED**, that the Board of Directors approve and direct that the Company take all corporate action necessary to authorize and reserve the Reserved Amount;

**RESOLVED**, that the Board of Directors approve and direct that the Company prepare and file a Form SB-2 Registration Statement under the Securities Act of 1933, as amended, with the Securities and Exchange Commission, registering the shares of common stock underlying the Notes and the Warrants;

**RESOLVED**, that the Board of Directors adopt and approve the following documents attached hereto: Securities Purchase Agreement, Warrants, Secured Convertible Notes, Registration Rights Agreement, IP Security Agreement, Security Agreement, Guarantee and Pledge Agreement, Escrow Agreement and Transfer Agent Instructions each in their forms attached hereto;

**RESOLVED**, that the Board of Directors has concluded, in its good faith business judgment that the issuance of the Securities is in the best interests of the Company;

**RESOLVED**, that the officers of the Company be, and they hereby are, authorized in the name and on behalf of the Company to take any and all action which they deem necessary or advisable in order to effect the qualification of the

securities for issue, offer, sale, or trade under the Blue Sky or securities laws of any States in which the Company is offering the Securities and in connection therewith to execute, acknowledge, verify, deliver, file or cause to be published any applications, reports, consents to service of process, appointment of attorneys to receive service of process, and other papers and instruments which may be required under such laws, and to take any and all further action which they deem necessary or advisable in order to maintain any such qualification for as long as they deem necessary or as required by law.

**RESOLVED**, that the appropriate corporate officers be, and each of them with full authority to act without the others hereby is, authorized and directed for and on behalf of the Company to take or cause to be taken any and all actions, to execute and deliver any and all certificates, instructions, requests, or other instruments, and to do any and all things which, in any such officer's judgment, may be necessary or desirable to effect each of the foregoing resolutions and to carry out the purposes thereof, the taking of any such actions, the execution and delivery of any such certificates, instructions, requests, or instruments, or the doing of any such things to be conclusive evidence of their necessity or desirability.

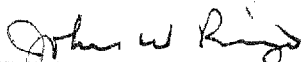
IN WITNESS WHEREOF, the undersigned, being all the directors of the Company, consents hereto in writing as of October 20, 2005, and directs that this instrument be filed with the minutes of proceedings of the Board of Directors of the Company.

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Donald F. Evans

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Mark D. Schmidt




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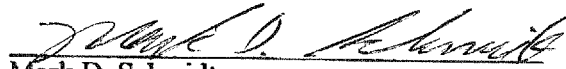
John W. Ringo

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Alan H. Ninneman

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